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NEW YORK WASHINGTON

October 9, 2007

By ECF

The Honorable John Gleeson
United States District Court Judge
U.S. District Court for the Eastern District of New York
225 Cadman Plaza East
Brooklyn, New York 11201

Re: Visa Check/MasterMoney Antitrust Litigation (CV-96-5238)(JG)(RLM)

Dear Judge Gleeson:

The settlement agreements with Visa and MasterCard in the above-captioned action require a signature from Lloyd Constantine in his capacity as one of the Plaintiffs' Co-Lead Counsel Signatories for disbursements of funds from the Settlement Fund Accounts. As the Court is aware, Lloyd Constantine resigned from Constantine Cannon, effective January 19, 2007. Accordingly, enclosed are stipulation and orders between the parties appointing new signatories. I will replace Mr. Constantine as Plaintiffs' Lead Counsel signatory. In the event that either George W. Sampson or I are unavailable, my partner Jeffrey I. Shinder will be authorized to sign disbursement instructions on behalf of either Lead Counsel or Co-Lead Counsel.

Respectfully submitted,



Robert L. Begleiter

cc: Special Master Robin Wilcox
Stephen V. Bomse, Esq.
Joseph F. Tringali, Esq.

86009.1

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK**

IN RE	:	MASTER FILE NO.
		CV-96-5238
VISA CHECK/MASTERCARD ANTITRUST	:	(Gleeson, J.) (Orenstein, M.J.)
LITIGATION	:	

**STIPULATION AND ORDER REGARDING REVISION
TO SETTLEMENT AGREEMENT BETWEEN PLAINTIFFS AND VISA U.S.A. INC.**

WHEREAS, on June 4, 2003, Plaintiffs and Defendant Visa U.S.A. filed with this Court an executed Settlement Agreement (the "Visa Settlement Agreement");

WHEREAS, final approval of the Visa Settlement Agreement was granted on December 19, 2003 by this Court and the United States Court of Appeals for the Second Circuit affirmed the decision granting final approval of the Visa Settlement Agreement on January 4, 2005;

WHEREAS, the Visa Settlement Agreement became final with all appeals to the United States Supreme Court having been denied or expired on May 31, 2005;

WHEREAS, paragraph 3(b) of the Visa Settlement Agreement requires a signature from each of the Plaintiffs' Co-Lead Counsel Signatories for disbursements of funds from the Settlement Fund Account; and

WHEREAS, Lloyd Constantine, the individual attorney from Constantine Cannon LLP who was signatory to the Visa Settlement Agreement, resigned from Constantine Cannon effective January 19, 2007;

THEREFORE IT IS HEREBY ORDERED THAT:

Robert L. Begleiter shall replace Lloyd Constantine as Plaintiffs' Lead Counsel signatory. In the event either Robert L. Begleiter or George W. Sampson is unavailable, Jeffrey I. Shinder of Constantine Cannon LLP shall be duly authorized to sign disbursement instructions on behalf of either Lead Counsel or Co-Lead Counsel.

CONSTANTINE CANNON LLP

By: 

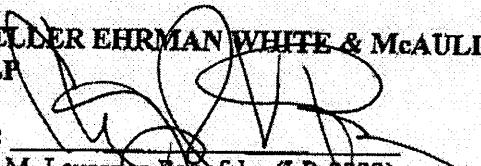
Robert L. Begleiter (RB-7052)
Matthew L. Cantor (MC-8183)
Stacey Anne Mahoney (SM-5425)
Michelle Peters (MP-7804)
Amy N. Roth (AR-4534)
Gordon Schnell (GS-2567)
Jeffrey I. Shinder (JS-5719)

450 Lexington Avenue
New York, New York 10017
(212) 350-2700
Lead Counsel for Plaintiffs
Dated: October 9, 2007

HAGENS & BERMAN LLP
George W. Sampson (GS-8973)
1301 Fifth Avenue, Suite 2929
Seattle, Washington 98101
(206) 623-7292
Co-Lead Counsel for Plaintiffs
Dated: October 9, 2007

Dated: October , 2007
Brooklyn, New York

**HELLER EHRLICH WHITE & McAULIFFE,
LLP**

By: 

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Robert C. Mason (RM-1863)
399 Park Avenue
New York, NY 10022-4690
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Attorneys for Defendant Visa U.S.A. Inc.
Dated: October 5, 2007

So Ordered.

JOHN GLEESON, U.S.D.J.

86005.1

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

IN RE

MASTER FILE NO.

VISA CHECK/MASTERMONEY ANTITRUST
LITIGATION

CV-96-5238

(Gleeson, J.) (Orenstein, M.J.)

**STIPULATION AND ORDER REGARDING REVISION
TO SETTLEMENT AGREEMENT BETWEEN PLAINTIFFS AND MASTERCARD
INTERNATIONAL, INCORPORATED**

WHEREAS, on June 4, 2003, Plaintiffs and Defendant MasterCard International, Incorporated filed with this Court an executed Settlement Agreement (the "MasterCard Settlement Agreement");

WHEREAS, final approval of the MasterCard Settlement Agreement was granted on December 19, 2003 by this Court and the United States Court of Appeals for the Second Circuit affirmed the decision granting final approval of the MasterCard Settlement Agreement on January 4, 2005;

WHEREAS, the MasterCard Settlement Agreement became final with all appeals to the United States Supreme Court having been denied or expired on May 31, 2005;

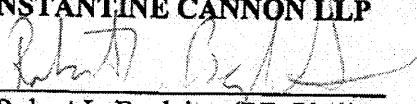
WHEREAS, paragraph 3(c) of the MasterCard Settlement Agreement requires a signature from each of the Plaintiffs' Co-Lead Counsel Signatories for disbursements of funds from the Settlement Fund Account; and

WHEREAS, Lloyd Constantine, the individual attorney from Constantine Cannon LLP who was signatory to the MasterCard Settlement Agreement, resigned from Constantine Cannon effective January 19, 2007;

THEREFORE IT IS HEREBY ORDERED THAT:

Robert L. Begleiter shall replace Lloyd Constantine as Plaintiffs' Lead Counsel signatory. In the event either Robert L. Begleiter or George W. Sampson is unavailable, Jeffrey I. Shinder of Constantine Cannon LLP shall be duly authorized to sign disbursement instructions on behalf of either Lead Counsel or Co-Lead Counsel.

CONSTANTINE CANNON LLP

By: 

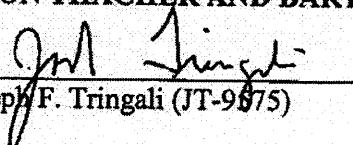
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Lead Counsel for Plaintiffs
Dated: October 9, 2007

HAGENS & BERMAN LLP
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(206) 623-7292
Co-Lead Counsel for Plaintiffs
Dated: October 9, 2007

Dated: October , 2007
Brooklyn, New York

SIMPSON THACHER AND BARTLETT, LLP

By: 

Joseph F. Tringali (JT-9875)

425 Lexington Avenue
New York, New York 10017
(212) 455-2000
Attorneys for Defendant MasterCard International,
Incorporated
Dated: October 9, 2007

So Ordered.

JOHN GLEESON, U.S.D.J.